

**WORKFORCE DEVELOPMENT BOARD
OF WESTERN MISSOURI, INC.**

West Central Region

By-Laws

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**WORKFORCE DEVELOPMENT BOARD
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ARTICLE I Board Name

The Board shall be known as the Workforce Development Board of Western Missouri, Inc., a corporation incorporated under the general not-for-profit laws of incorporation of the state of Missouri. The Workforce Development Board of Western Missouri, Inc., is exempted from taxation under the Section 501 (c) (3) Internal Revenue Code.

ARTICLE II Board Purpose

The Board is designated by the Local Elected Officials to serve as the Grant Recipient and Fiscal Agent to develop, establish, and maintain a streamlined local employment and training One-Stop delivery system in the area that comprises Workforce Investment Area 4.

The general purpose of the Board is to:

- Develop the local workforce investment plan; and conduct oversight of the One-Stop system, youth activities, and employment and training activities under Title I of the Workforce Investment Act, in partnership with the Chief Elected Official;
- Select the One-Stop operators with the agreement of the Chief Elected Official and may terminate the eligibility of the operator;
- Select eligible youth providers based on the recommendations of the Youth Council;
- Identify eligible providers of adult and dislocated worker intensive services and training services;
- Maintain a list of eligible providers with performance and cost information;
- Develop a budget for the purpose of carrying out the duties of the Workforce Development Board with approval of the Chief Elected Official;
- Negotiate on local performance measures with the Chief Elected Official and the Governor;
- Coordinate workforce investment activities with economic development strategies and develop employer linkages;

- Promote private sector involvement in the statewide workforce investment system through effective connecting, brokering, and coaching activities through intermediaries to assist employers in meeting hiring needs;
- Appoint the Youth Council in cooperation with the Chief Elected Official;
- Conduct regional planning activities as appropriate; and
- Conduct business in an open manner as required by Sunshine provisions.

ARTICLE III Board Authority

Section 1. Establishment

The Board is established in accordance with Section 117 of the Workforce Investment Act and its rules and regulations and any amendments thereto. Hereafter the Workforce Development Board of Western Missouri, Inc., shall be referred to as "Board," and the Workforce Investment Act as "WIA."

Section 2. Inurement of Income

The Board shall not inure to the benefits of, or be distributable to, its members, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered for any part of net earnings of the corporation.

Section 3. Legislative or Political Activities

The Board nor the corporation shall not attempt to influence legislation. The corporation shall not participate in any political campaign on behalf of any candidate for public office.

Section 4. Operational Limitations

Notwithstanding any other provisions of these articles, the Board shall not carry on any other activities not permitted to be carried on [a.] by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or [b.] by a corporation, contributions, to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Dissolution Clause

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization that shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE IV Board Structure

Section 1. Board Composition

The Board shall have a least 33 members. The members shall represent the following;

- Seventeen members shall represent the Private Sector.
- Three members shall represent Education, of which one seat must be filled by a representative of a community college.
- Three members shall represent Community Based Organizations.
- Two members shall represent Economic Development.
- Two members shall represent Labor.
- One member shall represent Vocational Rehabilitation.
- One member shall represent programs authorized under the Wagner Peyser Act.
- One member shall represent Public Assistance.
- One member shall represent Older Workers, Title V.
- One member shall represent migrant/seasonal farm workers.
- One member shall represent Unemployment Insurance.

All shall be selected/nominated and appointed in accordance with the WIA Section 117 and related regulations.

Section 2. Term of Office

Each Board member's term shall be for two years.

Section 3. Reappointment and Vacancies

Board members are eligible to be reappointed, but reappointment must be in accordance with WIA regulations. All members must reside in Workforce Investment Area 4. Vacant slots must also be filled in accordance with regulations.

Section 4. Alternates

Each Board member will be allowed one pre-approved alternate. Board members must submit to the Board in writing, the alternate's name and credentials for approval which will include a letter of approval by the appropriate Local Elected Official. The alternate's term will coincide with the Board member's term or until he/she can no longer serve and resigns.

Section 5. Meeting Attendance Requirements

Any Board member absent from three (3) consecutive Full Board meetings shall be terminated from the Board, provided that notice of tentative termination has been given prior to the third meeting. A member will not be considered absent if the alternate is present at the meeting.

ARTICLE V. Board Meetings

Section 1. Regular Scheduled Meetings

The Full Board shall meet on a bi-monthly (every other month) basis and on the fourth Wednesday of that month. The months of September, November, January, March, May, and July will be Full Board meeting months. The Executive Committee will hold meetings on the alternate months and report proceedings to the Full Board. Any Board member may attend the Executive Committee meetings. The Chairperson may call for a Full Board meeting on any alternate month as deemed necessary to conduct official business.

Section 2. Special Meetings

Special meetings may be called at any time by the Chairperson or one-third of the total Board, excluding vacancies. The notice of such meetings shall be served by the Chairperson. Depending on time requirements, this notice may be by mail or personal contact. Only the business referred to in the notice may be considered at special meetings.

Section 3. Allowable Compensation

Board members, with the exception of One-Stop partners, may be compensated for mileage and conference/training expenses in conjunction with the conduct of Workforce Development Board of Western Missouri, Inc., business through funds to the local area from Title I of the Workforce Investment Act and all other funding sources. One-Stop partners will follow their normal channels of expense reimbursement for job-related duties within their funding system.

Section 4. Quorum

Fifty-one percent of non-vacant seats on the Board must be present and fifty percent of the total membership present must be from private sector seats to constitute a quorum for a Full Board meeting.

The quorum for all committee meetings shall be determined by the same policy as the quorum for a Full Board meeting.

Section 5. Proxy

Voting by proxy is not permitted at Full Board meetings or Committee meetings.

Section 6. Board Minutes

Board members representing the One-Stop Operators and/or providers or contractors of core, intensive, and/or training services for the Workforce Development Board, and who, by virtue of either their direct employment or Board membership affiliations, are prohibited from any discussions or actions that may promote or discourage funding or non-funding or voting on any matter which would provide direct financial benefit to that member or his/her affiliated organization or that would otherwise affect the distribution of funds among the providers of workforce services. Abstentions shall be reflected in the minutes. If any other member is impacted by a decision in which he or she might receive direct financial benefit, that member is bound by the same conflict of interest provisions as heretofore described.

The Board shall keep for each meeting, written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting, and shall be made available to the public upon request.

Section 7. Annual Meeting

The July meeting shall be known as the Annual Board meeting.

ARTICLE VI. Board Officers

The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 1. Nomination of Officers

The Personnel/Nominating Committee shall be charged with nominating a slate of officers from the Board membership. Notification of the slate shall be mailed to the Board at least ten days prior to the May election meeting. The Personnel/Nominating Committee shall also present the recommended slate at the general session of the Full Board meeting. After the Personnel/Nominating Committee's slate has been presented to the Full Board, additional nominations can be made from the floor.

Section 2. Election of Officers

All officers will be elected by a simple majority of those present. Vote will be by secret ballot.

Section 3. Duties of Each Office

The Board shall use the following chain of command in all cases where necessary. The chain of command shall be Chairperson, Vice Chairperson, Treasurer, and Secretary. This chain of command will apply to any situation where one or more of the officers are either absent from meetings, vacated their office, or cannot be located when needed.

Chairperson: The Chairperson shall preside at all meetings of the members of the Full Board, shall appoint committees to accomplish tasks which are the responsibility of the Board, shall sign legal documents on behalf of the Board, shall prepare the Board meeting agenda in counsel with the Executive Director, and shall perform such other duties as may be prescribed by the Board. The Chairperson must come from the private sector.

Vice Chairperson: In the temporary absence of the Chairperson, the Vice Chairperson shall have all the powers of and be subject to all restrictions upon the Chairperson, and shall perform such other duties as may be assigned to him/her by the Chairperson or by the Board. The Vice Chairperson will serve as the Chairperson of the Executive Committee. The Vice Chairperson must come from the private sector.

Treasurer: The Treasurer shall be the person responsible for monitoring and oversight of the fiscal responsibilities of the Workforce Development Board and for assuring that monies are deposited in depositories selected by the Board. The Treasurer shall be an ex-officio member of the Finance/Audit Committee. He/she shall perform such other duties as may be assigned to him/her by the Chairperson of the Board. The Treasurer shall be bonded for faithful discharge of his/her duties, the sum and surety of which the Board shall determine. The cost of any such bond shall be paid from WIA funds.

Secretary: The Secretary shall be responsible for the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall sign such instruments with the Chairperson or other officers as may be required and shall perform such other duties as may be assigned by the Chairperson of the Board.

Section 4. Term of Officers

Officers will be elected annually and the term of office will be for one year. Board members have a limit of two consecutive terms for any one office. An officer's official term will begin the first day of July.

Section 5. Removal from Office

Any officer may be removed from office by a two-thirds vote of the Board, excluding vacant seats, whenever in the Board's judgment the best interests of the Board will be served by such action. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. Officer Vacancies

A vacancy in the office of Chairperson shall be filled by the Vice Chairperson for the remainder of the term. Other officer vacancies shall be filled by appointment by the Chairperson and confirmed by a vote of the Board.

Section 7. Multiple Office Holding

No Board member shall hold more than one office at any one time.

ARTICLE VII Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the four Board Officers and the Chairpersons of the three other standing committees. The standing committees are Planning/Oversight, Finance/Audit, and Personnel/Nominating.

Section 2. Functions and Powers

The Executive Committee shall have the authority to act on business for the Board, which must be completed prior to the next regular Board meeting. Other business items may be assigned to this committee by the Chairperson or the Board for their review and recommendations. This

committee will report to the Board denoting action taken or committee recommendations. The Executive Committee Chairperson may cancel the regularly scheduled Executive Committee meeting if it is determined that there is insufficient business to be conducted by the Executive Committee.

ARTICLE VIII Committees (Excluding Executive Committee)

Excluding the Executive Committee, there shall be three standing committees and as many Ad Hoc Committees as necessary to conduct the business of the Board. All committee members shall be appointed by the Chairperson annually and approved by the Board. The Finance and Audit Committee will meet at least quarterly, and all other committees will meet as needed.

Section 1. Planning/Oversight Committee

The Planning/Oversight Committee shall assist in designing the planning/oversight process, review and approve the monitoring system developed by the staff, make recommendations to the Board on monitoring criteria and performance measures, review reports on program performance, and review corrective action reports. The Planning/Oversight Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

Section 2. Finance/Audit Committee

The Finance/Audit Committee shall review the Workforce Development Board's financial management system, budgets, program costs, and the Workforce Development Board's subcontracts to ensure that costs are necessary, reasonable, and within appropriate cost categories. This Committee shall review the state of Missouri generated fiscal monitoring and audit reports, and inform the Board of the fiscal or financial status and levels of compliance. This committee shall also have the responsibility of seeing that a Fiscal Operations Manual is prepared and adhered to. This manual shall include all financial operational procedures including the audit process. The Finance/Audit Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

Section 3. Personnel/Nominating Committee

The Personnel/Nominating Committee shall prepare a slate of officers to be presented to the Board as their recommendations. This slate of officers shall be mailed to all Board members at least ten days prior to the election meeting. The Committee will also present their slate to the Board at the general session of the Full Board May meeting. The Committee Chairperson or his/her designee shall conduct the election portion of the Full Board meeting. The Personnel and Nominating Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

Section 4. Ad Hoc Committees

Committees appointed by the Chairperson for specific tasks shall be considered dismissed as soon as final action is taken by the Board. The Ad Hoc Committee shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

Section 5. Special Sub-Committee

The Chairperson, Vice Chairperson, Personnel/Nominating Committee Chairperson, and Finance/Audit Committee Chairperson or their designated representative shall compose a special sub-committee for the purpose of reviewing staff positions and salary recommendations annually. This sub-committee shall additionally evaluate the administrative performance appraisal process and the interview and selection process for professional level staff.

Section 6. Youth Council

The Youth Council will be appointed by the Board in cooperation with the Chief Elected Official as required by law. Members of the Youth Council who are not members of the Local Board shall be voting members of the Youth Council and non-voting members of the Board. The Chairperson of the Youth Council must also be a member of the Workforce Development Board of Western Missouri, Inc.

The purpose of the Youth Council is to provide expertise in youth policy and to assist the Local Board in:

- Developing and recommending local youth employment and training policy and practice;
- Broadening the youth employment and training focus in the area to incorporate a youth development perspective;
- Establishing linkages with other organizations serving youth in the local area; and
- Taking a range of issues into account that can have an impact on the success of youth in the labor market.

The Board will retain the responsibility for conducting oversight of local youth programs operating under the WIA to ensure both fiscal and programmatic accountability.

The Youth Council will include the following seats as required by law:

- Members of the WDB with special interest or expertise in youth policy (minimum 2 seats);
- Representatives of youth service agencies, including juvenile justice and local law enforcement agencies (minimum 2 seats);
- Representatives of public housing authorities (minimum 2 seats);
- Parents of eligible youth (minimum 2 seats);
- Individuals including former participants or representatives of organizations with experience relating to youth activities (minimum 2 seats);
- Job Corps representatives (if available in our area);
- Other individuals agreed to by the Board and Chief Elected Official.

Individuals appointed to the Youth Council will serve two year terms with reappointment for additional terms at the discretion of the Board. If the Board desires, they may appoint new members to fill expiring terms.

The Youth Council shall report meeting results to the Full Board and make appropriate recommendations, as applicable to conduct business.

ARTICLE IX Executive Director

The Workforce Development Board of Western Missouri, Inc., shall hire an Executive Director who shall be responsible for the overall operation of Board activities. The Executive Director shall hire and release staff as necessary. The Executive Director shall make a report to the Board and the Executive Committee monthly or as requested.

ARTICLE X Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any statutes applicable to this Board.

ARTICLE XI Amendment of By-Laws

The Board by-laws may be amended and new by-laws adopted at any meeting of the Full Board. However, for new by-laws to be adopted, the following must occur prior to voting on adoption. Written notice of the proposed change must be sent to all Board members at least ten days prior to the Full Board meeting when the change will be discussed. The actual voting of this change will be taken at the next general meeting following the discussion meeting. A change in the by-laws requires a two-thirds vote of the Board excluding vacancies.